

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Ray C. Schrock, P.C.  
Garrett A. Fail

*Proposed Attorneys for Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re :  
 : **Chapter 11**  
THE GREAT ATLANTIC & PACIFIC TEA :  
COMPANY, INC., *et al.*, : **Case No. 15-23007 (RDD)**  
 :  
Debtors.<sup>1</sup> : **(Jointly Administered)**  
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**NOTICE OF OMNIBUS HEARING ON AUGUST 10, 2015**

**PLEASE TAKE NOTICE** that a hearing to consider entry of final orders approving the Motions set forth on Exhibit A hereto of The Great Atlantic & Pacific Tea Company, Inc. and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), will take place on **August 10, 2015 at 10:00 a.m. (Prevailing Eastern Time)** (the “Hearing”), or as soon thereafter as counsel may be heard. The Hearing will be held before the Honorable Robert D. Drain, United States

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: 2008 Broadway, Inc. (0986); The Great Atlantic & Pacific Tea Company, Inc. (0974); A&P Live Better, LLC (0799); A&P Real Property, LLC (0973); APW Supermarket Corporation (7132); APW Supermarkets, Inc. (9509); Borman’s, Inc. (9761); Delaware County Dairies, Inc. (7090); Food Basics, Inc. (1210); Kwik Save Inc. (8636); McLean Avenue Plaza Corp. (5227); Montvale Holdings, Inc. (6664); Montvale-Para Holdings, Inc. (2947); Onpoint, Inc. (6589); Pathmark Stores, Inc. (9612); Plainbridge LLC (5965); Shopwell, Inc.(3304); Super Fresh Food Markets, Inc. (2491); The Old Wine Emporium of Westport, Inc. (0724); Tradewell Foods of Conn., Inc. (5748); and Waldbaum, Inc. (8599). The international subsidiaries of The Great Atlantic & Pacific Tea Company, Inc. are not debtors in these chapter 11 cases. The location of the Debtors’ corporate headquarters is Two Paragon Drive, Montvale, New Jersey 07645.

Bankruptcy Court, 300 Quarropas Street, White Plains, New York, 10601 (the “Bankruptcy Court”).

**PLEASE TAKE FURTHER NOTICE** that any responses or objections (the “Objections”) to the Motions shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, shall be filed with the Bankruptcy Court (a) by attorneys practicing in the Bankruptcy Court, including attorneys admitted pro hac vice, electronically in accordance with General Order M-399 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)), and (b) by all other parties in interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and shall be served in accordance with General Order M-399 on (i) the attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, P.C. and Garrett A. Fail, Esq.); (ii) The Debtors, c/o The Great Atlantic and Pacific Tea Company, Inc., 2 Paragon Drive, Montvale, New Jersey 07645 (Attn: Christopher W. McGarry and Matthew Bennett); and (iii) the Office of the United States Trustee, 201 Varick Street, Suite 1006, New York, New York 10014 (Attn: Brian Masumoto, Esq. and Richard Morrissey, Esq.), so as to be so filed and received no later than **August 5, 2015 at 4:00 p.m. (Eastern Time)** (the “Objection Deadline”).

**PLEASE TAKE FURTHER NOTICE** that if no Objections are timely filed and served with respect to the Motions, the Debtors may, on or after the Objection Deadline, submit to the Bankruptcy Court orders substantially in the form of the proposed orders annexed to the

Motions, which orders may be entered with no further notice or opportunity to be heard.

Dated: July 21, 2015  
New York, New York

/s/ Garrett A. Fail  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
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**EXHIBIT A**

1. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363, 364, 503, and 507 Requesting Interim and Final Authority to (I) Continue Using Existing Cash Management System, Bank Accounts, and Business Forms, (II) Implement Changes to the Cash Management System in the Ordinary Course Of Business, (III) Continue Intercompany Transactions, (IV) Provide Administrative Expense Priority for Postpetition Intercompany Claims and For Related Relief [**ECF No. 5**]
2. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b) and 503(b)(9) for Interim and Final Authority to Pay Certain Prepetition Obligations to Critical Vendors, Approval of Related Procedures, and Related Relief [**ECF No. 9**]
3. Motion of Debtors Pursuant to 11 U.S.C. §§ 363 and 503 for Interim and Final Authority to (A) Pay Prepetition Claims of Warehousemen and Miscellaneous Lien Claimants, (B) Confirm Administrative Expense Priority of Undisputed Commencement Date Orders and Satisfy Such Obligations in the Ordinary Course of Business and (C) Pay PACA/PASA Claims [**ECF No. 11**]
4. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363, and 541 to Release Certain Funds Held in Trust and to Continue to Perform and Honor Obligations under the Coin Deposit and Consignment Arrangements [**ECF No. 12**]
5. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b) and 507(a) for Interim and Final Authority to (I) Maintain and Administer Prepetition Customer Programs, Promotions and Practices and (II) Pay and Honor Related Prepetition Obligations [**ECF No. 13**]
6. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363 and 507(a) for Interim and Final Authority, but Not Direction, to (A) Pay Certain Prepetition Wages and Reimbursable Employee Expenses, (B) Pay and Honor Employee Medical and Other Benefits, and (C) Continue Employee Benefits Programs, and for Related Relief [**ECF No. 14**]
7. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b) and 503(b) for Interim and Final Authority to (I) Continue to Maintain Their Insurance Policies and Programs and (II) Honor All Insurance Obligations [**ECF No. 15**]
8. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b), 507(a) and 541 for Interim and Final Authority to Pay Certain Prepetition Taxes and Fees [**ECF No. 16**]
9. Motion of Debtors Pursuant to 11 U.S.C. §§ 362 and 105(a) for Entry of an Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in, and Claims Against, the Debtors [**ECF No. 17**]

10. Motion of Debtors for Interim and Final Authority to (A) Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1) and 364(e), (B) Use Cash Collateral Pursuant to 11 U.S.C. § 363(c)(2), (C) Grant Certain Protections to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361, 362, 363, and 364, and (D) Schedule a Final Hearing Pursuant to Fed. R. Bankr. P. 4001(b) and (c) **[ECF No. 18]**